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RECORDATION NO. 13437-E FILED

FEB 12 02 11:46 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 12, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Termination and Release, dated February 12, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Agreement filed with the Board under Recordation Number 13437-A.

The name and address of the party to the enclosed document are:

Lessor: General Electric Company
125 Avenue of the Americas
New York, NY 10013

[Lessee: National Railroad Passenger Corporation]
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

One (1) re-built AEM-7 locomotive AMTK 938.

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Mr. Vernon A. Williams
February 12, 2002
Page Two

A short summary of the document to appear in the index follows:

Termination and Release

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated February 12, 2002 (the "*Termination and Release*") is made by General Electric Company, a New York corporation (the "*Lessor*").

WITNESSETH:

WHEREAS, the Lessor and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), are parties to that certain Agreement dated as of February 19, 1982 ("*Agreement*"), which Agreement has been filed and recorded on March 12, 1982 with the Surface Transportation Board and has been assigned recordation No. 13437-A;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Agreement.

Section 2. Termination and Release of the Equipment. All right, title and interest of the Lessor in and to the Equipment described on Annex A hereto is hereby terminated and released. Amtrak and Lessor hereby terminate and cancel the Agreement but only with respect to those Units described on Annex A hereto. The Agreement shall remain in full force and effect with respect to all Units not specifically described on Annex A hereto.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

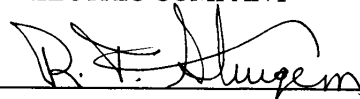
IN WITNESS WHEREOF, the Lessor has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By:

Name:

Title:

A handwritten signature in black ink, appearing to read "R. T. Sturgeon", is written over a horizontal line.

R. T. Sturgeon
Manager-Operations

STATE OF Connecticut)
COUNTY OF Fairfield) SS.:

On this, the 7th day of February, 2002, before me personally appeared Richard T. Sturgeon, to me personally known, who, being by me duly sworn, says that he is Manager - Operations of General Electric Capital Corp. and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

GLEND A S. LOOP
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 2002
Notary Public

G. Loop

ANNEX A
EQUIPMENT

<u>Description</u>	<u>Amtrak Road Numbers</u>
AEM-7- Swedish designed electric locomotive with 4 axles and 7,000 horsepower manufactured by General Motors – Electromotive division bearing the following Amtrak Road Number	AMTK 938